

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Eastern

District of Missouri

(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Payless ShoeSource, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 8 - 0 6 7 4 0 9 7

4. Debtor's address

Principal place of business

3231 Southeast Sixth Avenue

Number Street

Topeka KS 66607-2207

City State ZIP Code

Shawnee

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) http://www.payless.com

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Payless ShoeSource, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 4 8 2

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11.

Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☐ No
☒ Yes.

If more than 2 cases, attach a separate list.

District Eastern Missouri When 04/04/2017 Case number 17-42257
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list.

Debtor See Rider 1 Relationship Affiliate
District Eastern District of Delaware When _____
Case number, if known _____
MM / DD / YYYY

Debtor Payless ShoeSource, Inc. Case number (if known) _____
Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input checked="" type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Payless ShoeSource, Inc. Case number (if known) _____
Name

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☒ I have been authorized to file this petition on behalf of the debtor.

☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02 18 2019
MM / DD / YYYY

X /s/ Stephen Marotta
Signature of authorized representative of debtor
Title Chief Restructuring Officer

Stephen Marotta
Printed name

18. Signature of attorney

X /s/ Richard W. Engel Jr.
Signature of attorney for debtor

Date 02 18 2019
MM / DD / YYYY

Richard W. Engel Jr.

Printed name

Armstrong Teasdale, LLP

Firm name

7700 Forsyth Boulevard, Suite 1800

Number Street

St. Louis

City

MO

State

63105

ZIP Code

314-621-5070

Contact phone

rengel@armstrongteasdale.com

Email address

34641

Bar number

MO

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Eastern	District of Missouri
	(State)
Case number (if known):	Chapter 11

☐ Check if this is an amended filing

Rider 1
Pending Bankruptcy Cases
Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Missouri for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Payless Holdings LLC.¹

- Payless ShoeSource, Inc.
- Payless Intermediate Holdings LLC
- WBG-PSS Holdings LLC
- Payless Inc.
- Payless Finance, Inc.
- Collective Brands Services, Inc.
- PSS Delaware Company 4, Inc
- Shoe Sourcing, Inc.
- Eastborough, Inc.
- Payless Purchasing Services, Inc.
- Payless ShoeSource Merchandising, Inc.
- Payless Gold Value CO, Inc.
- Payless ShoeSource Distribution, Inc.
- Payless ShoeSource Worldwide, Inc.
- Payless NYC, Inc.
- Payless ShoeSource of Puerto Rico, Inc.
- Payless Collective GP, LLC
- Collective Licensing, LP
- Collective Licensing International, LLC
- Clinch, LLC
- Collective Brands Franchising Services, LLC
- Payless International Franchising, LLC

¹ On April 4, 2017, the Debtors’ predecessors-in-interest commenced chapter 11 cases (the “Prior Cases”) before the United States Bankruptcy Court for the Eastern District of Missouri, which were jointly administered under the caption *In re Payless Holdings LLC*, No. 17-42267. A plan of reorganization was confirmed in the Prior Cases on July 26, 2017, and such plan went effective on August 10, 2017. All of the Prior Cases, other than the cases of Payless Holdings LLC (Case No. 17-42267), and Payless ShoeSource Worldwide, Inc. (Case No. 17-42288), have been closed.

- PSS Canada, Inc.
- Payless ShoeSource Canada, Inc.
- Payless ShoeSource Canada GP, Inc.
- Payless ShoeSource Canada, LP

Fill in this information to identify the case:

Debtor name PAYLESS HOLDINGS LLC
United States Bankruptcy Court EASTERN DISTRICT OF
for the: MISSOURI
Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 50 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

This is a consolidated list of creditors for all of the Debtors in the chapter 11 cases of Payless Holdings LLC, et. al

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 MODA SUITE 3601, 36/F, AIA KOWLOON TOWER, LANDMARK EAST, 100 HOW MING ST., KWUN TONG HONG KONG	Attn: Anthony Brian Cox, Director Phone: 852-27368092 Fax: 852-27303799 Email: Tony@moda-shoebiz.com Attn: Jack Silvera, CEO & Founder Phone: 310-647-6700 X. 737 Email: jascks@dynashoe.com	Trade				\$9,012,814.92

2	<p>PERFORMANCE TEAM FREIGHT SYSTEMS INC</p> <p>2240 E MAPLE AVE EL SEGUNDO, CA 90245</p>	<p>Attn: Mike Kaplan, CEO Phone: 562-345-2200 Fax: 562-741-2500</p>	Trade				\$5,520,113.07
3	<p>PANHONG FOOTWEAR CO LTD</p> <p>SATANGZAI INDUSTRIAL, XINTANG VILLAGE, HOUIE TOWN, DONGGUAN CITY, GUANGDONG PROVINCE</p> <p>CHINA</p>	<p>Attn: Anthony Xie</p>	Trade				\$4,242,281.33
4	<p>EVER-RITE INTERNATIONAL CO LTD</p> <p>7F; NO 27; SONGYONG RD SINYI DISTRICT TAIPEI CITY 110</p> <p>TAIWAN</p>	<p>Attn: Albert Wang, Owner Phone: 886-2-2999-8888 ext. 313 Email: Sharon@mail.everite.com</p>	Trade				\$4,170,222.94
5	<p>THE ASEAN CORP LTD</p> <p>ROOM 1102-5, 11F, 9 WING HONG ST SHEUNG SHA WAN KOWLOON</p> <p>HONG KONG</p>	<p>Attn: Clarence Choi Phone: 852-39637026 Email: Clarence_Choi@topline.corp.com</p> <p>Attn: Edward Rosenfeld, CEO Phone: 718-308-2263 Email: edrosenfeld@stevemadden.com</p>	Trade				\$3,688,538.24

6	C & C ACCORD LTD 5F-1, 186, TA TUN 19TH ST. TAICHUNG TAIWAN	Attn: Annie Chang, CFO Phone: 886-917-224588 Fax: 8886-4-2254-0976 Email: annie@dibafareast.com annie@dbaccord.com	Trade				\$3,682,265.83
7	HUGE DEVELOPMENT LTD. 2ND FLOOR, ETON TOWER, 8 HYSAN AVENUE CAUSEWAY BAY HONG KONG	Attn: Joseph Lin, CEO Phone: 886-4-23051789 Fax: 886-4-2051471 Email: Joseph@hugeintl.com	Trade				\$3,642,442.51
8	TOP LUCK ASIA LIMITED FLAT RM A 12F ISLAND HARBOURVIEW TOWER 6 11 HOI FAI ROAD KL HONG KONG	Attn: Legal Department	Trade				\$3,628,168.11
9	ESO INTERNATIONAL LIMITED ROOM 401 SILVERCORD TOWER II, 30 CANTON ROAD KOWLOON HONG KONG	Attn: Legal Department	Trade				\$3,626,295.19
10	TOPSMART INTERNATIONAL CO., LTD. 4F, NO.5, LANE 28 SIALUN ROAD TAIPEI TAIWAN, R.O.C.	Attn: George Liao, GMM Phone: 1-212-239-4530 Email: George.liao@jacksonbags.com Attn: Jackson Liao, President Phone: 212-239-4530 Email: Jackson.liao@jacksonbags.com	Trade				\$3,336,355.77

11	<p>JIANGXI LIFENG SHOES CO LTD</p> <p>CHAO YANGSAN RD CHAOYANG INDUSTRY PARK XINZHOU DISTRICT SHANGRAO CITY</p> <p>CHINA</p>	Attn: Legal Department	Trade					\$3,070,158.33
12	<p>XIAMEN C AND D LIGHT INDUSTRY CO LTD</p> <p>UNIT A, 17/F,C7D INTERNATIONAL BUILDING HUANDAO EAST ROAD, SIMING AREA XIAMEN</p> <p>CHINA</p>	<p>Attn: Mr. Jian Ning Lin, GMM</p> <p>Phone: 86-18016508888</p> <p>Email: 180116508888@189.CN</p>	Trade					\$2,917,171.65
13	<p>COGNIZANT TECHNOLOGY SOLUTIONS US CORP</p> <p>500 FRANK W BURR BLVD TEANECK, NJ 07666</p>	<p>Attn: President or General Counsel</p> <p>Phone: 201-801-0233</p> <p>Fax: 201-801-0243</p> <p>Email: inquiry@cognizant.com</p>	Trade					\$2,849,800.27
14	<p>MARC USA CHICAGO</p> <p>325 NORTH LA SALLE ST, SUITE 750 CHICAGO, IL 60654</p>	<p>Attn: Michele Fabrizi, President and CEO</p> <p>Phone: 312-321-9000</p> <p>Fax: 312-321-1736</p>	Trade					\$2,668,665.02

15	FUJIAN PUTIAN FORTUNE CREATION IMPORT PHOENIX VILLA LICHENG SOUTH RO XITANG NEIGHBORHOOD COMMITTEE FUJIAN 351100 CHINA	Attn: Legal Department	Trade				\$2,417,136.71
16	HONG KONG OLISA CO LIMITED 902A,9/F, RICHMOND COMMERCIAL BLDG 111 ARGYLE ST MONGKOK KOWLOON HONG KONG	Attn: Legal Department	Trade				\$2,353,021.37
17	FUJIAN PUTIAN POWER RICH IMPORT & EXPORT F8TH, PHENIX BUILDING, LICHENG ROAD CHENG XIANG AREA PUTIAN 351100 CHINA	Attn: Legal Department	Trade				\$2,289,100.73
18	SANTAK CORPORATION 11F, NO 25, HUIMIN RD. XITUN DISTRICT TAICHUNG CITY 407 TAIWAN	Attn: Lu.Huei-Ting, Owner Fax: 886-4-24529155 Email: cory_chen@santakcorp.com	Trade				\$2,010,793.97

19	RJT GROUP LLC 253 MILL ST GREENWICH, CT 06830	Attn: Thomas Butkiewicz, Owner Phone: 203-531-7216	Trade				\$1,983,641.59
20	TAIZHOU GLOBAL TRADING CO., LTD 10F NO4 BUILDING, WANDA PLAZA TAIZHOU ZHEJIANG CHINA	Attn: Legal Department	Trade				\$1,891,961.34
21	GLORY CHINA FOOTWEAR CO LIMITED FLAT B 11F WING TAT COMMERCIAL BUILDING NO 121 125 WING LOK ST SHEUNG WAN HONG KONG	Attn: John Chai Phone: 86-138060250221 Fax: 86-592-82666798 Email: john@glory-china.net Attn: Jack Silvera, CEO Phone: 310-647-6700 x737 Email: jacks@dynashoe.com	Trade				\$1,864,234.84
22	CHAMPION ATHLETICWEAR 1000 E HANES MILL RD WINSTON SALEM, NC 27105	Attn: Don Burton, Marketing Director Phone: 336-519-7403 Fax: 336-519-4136	Trade				\$1,644,522.19
23	PEDS LEGWEAR USA INC P.O. BOX 286 HILDEBRAN, NC 28637	Attn: Michael Penner, CEO Phone: 514-875-5575 ext. 12 Fax: 828-397-1149 Email: mpenner@peds.com	Trade				\$1,611,090.01

24	MEDIA NEWS GROUP ADTAXI 12320 ORACLE BLVD #310 COLORADO SPRINGS, CO 80921	Attn: Linda Bradford, Branch Manager Phone: 303-954-6360	Trade					\$1,516,191.45
25	FIRST SERVICE NETWORKS INC 111333 N. SCOTTSDALE ROAD, SUITE 260 SCOTTSDALE, AZ 85254	Attn: Michael Ferreira, President Phone: 866-912-1376 Fax: 817-571-0601	Trade					\$1,470,205.67
26	SLONG INDUSTRIAL CO LIMITED UNIT 1001 FOURSEAS BLDG 208-2012 NATHAN RD KOWLOON HONG KONG	Attn: Legal Department	Trade					\$1,327,908.68
27	TOPLINE IMPORTS INC C/O STEVE MADDEN LTD 52-16 BARNETT AVE LONG ISLAND CITY, NY 11104	Attn: Bryan Collins Phone: 425-643-3003 Fax: 425-643-3846 Email: Bryan_collins@toplinecorp.com Attn: Edward Rosenfeld, CEO Phone 718-308-2263 Email: edrosenfeld@stevemadden.com	Trade					\$1,319,960.96
28	INTER-PACIFIC CORP. 2257 COLBY AVE. LOS ANGELES, CA 90064	Attn: Frank Arnstein Phone: 310-473-7591 Fax: 310-479-8701	Trade					\$1,300,842.26

29	ALLIANCE SHIPPERS, INC. P.O. BOX 827505 PHILADELPHIA, PA 19182-7505	Attn: Jeff King, CEO and Jeff Fromm, President 816-500-1500 816-842-6494	Trade				\$1,123,721.00
30	E.S. ORIGINALS, INC. 450 W. 33RD ST. NEW YORK, NY 10001-3305	Attn: Tom Meer Phone: 212-124-8124 Fax: 212-736-8366	Trade				\$992,618.73
31	INTERLOOP LIMITED 138 S CHERRY STREET SUITE 400 WINSTON SALEM, NC 27101	Attn: Shelly Rider, President Phone: 336-770-1666 Fax: 336-723-1007 Email: srider@il-na.com	Trade				\$931,553.78
32	GENNARO, INC. 1725 PONTIAC AVENUE CRANSTON, RI 02920	Attn: Steven Casinelli, President Phone: 401-632-4100 Fax: 401-216-9212	Trade				\$929,390.79
33	SANTANA SHOES, INC. 800 N. SEPULVEDA BLVD. EL SEGUNDO, CA 90245	Attn: President or General Counsel Phone: 310-647-6700 Email: info@dynashoe.com	Trade				\$800,505.74
34	MYSTIC APPAREL LLC 1333 BROADWAY, 6TH FLOOR NEW YORK, NY 10018	Attn: Legal Department Phone: 212-704-0424 Fax: 212-944-6478	Trade				\$779,064.58

35	FUSION ACCESSORIES GROUP LIMITED 25/FL, GRANDION PLAZA 932 CHEUNG SHA WAN ROAD KOWLOON HONG KONG	Attn: Legal Department	Trade				\$777,285.62
36	US CUSTOMS & BORDER PROTECTION 157 TRADEPORT DRIVE ATLANTA, GA 30354	Attn: General Counsel Phone: 404-675-1300 Fax: 404-675-1231	Duties & Taxes				\$726,954.86
37	ACXIOM CORPORATION 301 E DAVE WARD DRIVE CONWAY, AR 72032-7114	Attn: Legal Department Phone: 501-336-1000	Trade				\$724,655.65
38	CA TECHNOLOGIES (FORMERLY KNOWN AS CA, INC.) 520 MADISON AVENUE 22 nd FLOOR NEW YORK, NY 10022	Attn: Legal Department Phone: 800-225-5224 Fax: 212-310-6222	Trade				\$709,551.50
39	GOOGLE LLC 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Attn: Sundar Pichai, CEO Phone: 650-253-0000 Fax: 650-253-0001	Trade				\$695,161.10

40	STATE OF CALIFORNIA 300 CAPITOL MALL, SUITE 1850 SACRAMENTO, CA 95814	Attn: Legal Division Phone: 914-445-2636 Fax: 914- 322-4404	Taxes					\$689,818.00
41	PROVIDENCE PRODUCTS LLC 559 GRIFFITH RD CHARLOTTE, NC 28217	Attn: Jamie Dineen, Founder/CEO Phone: 704-672-9106 Fax: 704-672-9107	Trade					\$684,549.52
42	HIGHCOM INTERNATIONAL LIMITED 5F-3, NO 123, SEC. 3 CHUNG KANG ROAD, SIE-TUN DISTRICT TAICHUNG TAIWAN	Attn: Lisa Chen Phone: 886-935-396822 Fax: 886-4-23585366 Email: lisa@highchain.com.tw	Trade					\$670,298.98
43	CONTINENTS SOURCING ENTERPRISES, LTD. 18 F., 109, SEC. 3 CHUNG KANG RD. TAICHUNG TAIWAN	Attn: Legal Department	Trade					\$662,866.44
44	TRI-COASTAL DESIGN GROUP, INC. 40 HARRY SHUPE BLVD WHARTON, NJ 07885	Attn: Michael Mastrangelo, President Phone: 973-560-0300 Fax: 973-560-9020	Trade					\$643,017.99

45	<p>ENGIE INSIGHT (FORMERLY ECOVA)</p> <p>1313 N. ATLANTIC STREET, SUITE 5000 SPOKANE, WA 99201-2330</p>	<p>Attn: Mathias Lelievre, President & Chief Executive Officer Phone: 509-329-7600 Fax: 509-329-7287</p>	Utilities					\$642,456.27
46	<p>SKECHERS USA, INC.</p> <p>228 MANHATTAN BEACH BLVD MANHATTAN BEACH, CA 90266</p>	<p>Attn: Robert Greenberg, CEO Phone: 310-318-2982</p>	Trade					\$634,952.15
47	<p>FANTASIA ACCESSORIES LTD.</p> <p>31 WEST 34TH STREET NEW YORK, NY 10001</p>	<p>Attn: Michael Blacone, Chief Operating Officer Phone: 212-391-1080 Fax: 212-204-8733</p>	Trade					\$621,833.77
48	<p>SALESFORCE.COM INC.</p> <p>415 MISSION STREET, 3RD FLOOR SAN FRANCISCO, CA 94105</p>	<p>Attn: Marc Benioff, Chairman & Co-CEO Phone: 415-901-7000 Fax: 415-901-7040</p>	Trade					\$616,839.40
49	<p>EVERYTHING LEGWEAR LLC</p> <p>48855 ALPHA ROAD DALLAS, TX 75244</p>	<p>Attn: Legal Department Phone: 469-374-7600 Email: shop@elegwear.com</p>	Trade					\$601,227.19

50	FANTASIA HONG KONG LTD. RM 01-02; 5/F, TOWER A, REGENT CNTR 63 WO YI HOP ROAD KWAI CHUNG NEW TERRITORIES HONG KONG	Attn: Legal Department	Trade				\$582,244.28
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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)
) Case No. 19-____ ()
)
PAYLESS SHOESOURCE, INC.) CHAPTER 11
)
) (Joint Administration Requested)
Debtor.)

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Payless ShoeSource, Inc.	Payless Finance, Inc.	3231 SE Sixth Ave. Topeka KS, 66607	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:)	
)	Case No. 19-_____ (___)
)	
PAYLESS SHOESOURCE, INC.)	CHAPTER 11
)	
)	(Joint Administration Requested)
Debtor.)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Payless Finance, Inc.	100%

Fill in this information to identify the case:

Debtor name Payless ShoeSource, Inc.

United States Bankruptcy Court for the: EASTERN DISTRICT OF MISSOURI

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | <i>Schedule A/B: Assets—Real and Personal Property</i> (Official Form 206A/B) |
| <input type="checkbox"/> | <i>Schedule D: Creditors Who Have Claims Secured by Property</i> (Official Form 206D) |
| <input type="checkbox"/> | <i>Schedule E/F: Creditors Who Have Unsecured Claims</i> (Official Form 206E/F) |
| <input type="checkbox"/> | <i>Schedule G: Executory Contracts and Unexpired Leases</i> (Official Form 206G) |
| <input type="checkbox"/> | <i>Schedule H: Codebtors</i> (Official Form 206H) |
| <input type="checkbox"/> | <i>Summary of Assets and Liabilities for Non-Individuals</i> (Official Form 206Sum) |
| <input type="checkbox"/> | Amended Schedule _____ |
| <input checked="" type="checkbox"/> | <i>Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders</i> (Official Form 204) |
| <input checked="" type="checkbox"/> | Other document that requires a declaration <u>List of Equity Security Holders and Corporate Ownership Statement</u> |

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 18, 2019

X /s/ Stephen Marotta

Signature of individual signing on behalf of debtor

Stephen Marotta

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**OMNIBUS
WRITTEN CONSENT IN LIEU OF
A SPECIAL MEETING**

February 18, 2019

The undersigned, being the board of directors, board of managers or sole member, as applicable (each, the “Governing Body”), of the applicable entity set forth on Annex A attached hereto (each, a “Company” and collectively, the “Companies”), hereby take the following actions and adopt the following resolutions by unanimous written consent, in lieu of a special meeting of such Governing Body, pursuant to (as applicable) the bylaws, limited liability company agreement or similar document (in each case as amended or amended and restated to date) of each Company (the “Governing Document”) and the laws of the state of formation of each Company as set forth next to each Company’s name on Annex A:

CHAPTER 11 FILING

WHEREAS, each Governing Body considered presentations by each Company’s management (the “Management”) and financial and legal advisors (collectively, the “Advisors”) regarding the liabilities and liquidity situation of each Company, the strategic alternatives available to it, and the effect of the foregoing on each Company’s business; and

WHEREAS, each Governing Body discussed the foregoing with the Management and the Advisors and has determined, in the judgment of each Governing Body, that it is in the best interests of each Company, its creditors, and fully considered each of the strategic alternatives available to each Company.

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that each Company shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by certain of each Company’s affiliates and direct and indirect subsidiaries, collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Missouri (the “Bankruptcy Court”) or other court of competent jurisdiction; and

RESOLVED, that the Chief Financial Officer, Chief Restructuring Officer, or any other duly appointed officer of each Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary, appropriate, or desirable to complete the filings to commence the proceedings for the Chapter 11 Cases as provided herein.

COMPANIES' CREDITORS ARRANGEMENT ACT

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of each Company, its creditors and other parties in interest, that certain Canadian affiliates of the Companies commence proceedings under the *Companies' Creditors Arrangement Act* (Canada) (The "CCAA") in the Ontario Superior Court of Justice (Commercial List) at Toronto (the "CCAA Proceedings")

RETENTION OF PROFESSIONALS

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Akin Gump Strauss Hauer & Feld, LLP, as each Company's counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Akin Gump Strauss Hauer & Feld, LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Armstrong Teasdale LLP, as each Company's counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Armstrong Teasdale LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Cassels Brock & Blackwell LLP, as each Company's counsel, to represent and assist each Company in connection with the CCAA Proceedings and the Chapter 11 Cases, as applicable; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Cassels Brock & Blackwell LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Seward & Kissel LLP, as each Company's counsel acting at the direction of to the independent managers of the Board (the "Independent Managers"), to represent and assist the Independent Managers in matters delegated to the Independent Managers in carrying out their duties as Board members; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Seward & Kissel LLP in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Ankura Consulting Group, LLC, as each Company's restructuring advisor, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power

of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Ankura Consulting Group, LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of PJ Solomon, L.P., together with employees of its affiliates (all of which are wholly owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors (collectively, "PJS"), as financial advisor and investment banker, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PJS in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Prime Clerk LLC, as notice, claims, and balloting agent and as administrative advisor to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Prime Clerk LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of ReeveMark, LLC, as communications consultant, to represent and assist each Company in public relations and communications; and, in connection therewith, each of the Authorized Officers is, with power of delegation, hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain ReeveMark, LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable; and

RESOLVED, that each of the Authorized Officers be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all applications, pleadings, and other papers to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, appropriate, or desirable in connection therewith.

LIQUIDATION SALES

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Malfitano Advisors LLC, as liquidation advisors to represent and assist each Company with respect to the proposed liquidation of the Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Malfitano Advisors LLC in accordance with applicable law;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to enter into a that certain consulting agreement (the “Specified Store Liquidation Consulting Agreement”), dated as of February 12, 2019, by and among Payless Holdings, LLC, Payless ShoeSource Canada LP, and a joint venture comprised of Great American Group, LLC and Tiger Capital Group, LLC (together, the “Consultant”) pursuant to which the Consultant shall act as consultant to the Company to conduct liquidation sales (the “Specified Store Liquidation”); and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate agreements, pay appropriate fees, and to cause to be filed an appropriate application for authority to contract with the Consultant in accordance with applicable law;

USE OF CASH COLLATERAL

WHEREAS, in the judgment of each Governing Body, it is desirable and in the best interest of each Company, its interest holders, its creditors, and other parties in interest, to obtain the benefits from the use of cash collateral (as such term is defined in section 363(a) of the Bankruptcy Code), which is security for certain of each Company’s secured lenders under (i) that certain credit agreement, dated as of August 10, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified prior to the Petition Date, the “Prepetition ABL Credit Agreement”) by and among PAYLESS INC., as “Lead Borrower”, the other “Borrowers” party thereto, the “Guarantors” party thereto, WELLS FARGO BANK, NATIONAL ASSOCIATION, as administrative agent and swing line lender, and WELLS FARGO BANK, NATIONAL ASSOCIATION, as agent for the FILO Lenders each Company (the “Prepetition ABL Agent”), and the lenders party thereto (the “Prepetition ABL Lenders”) and (ii) that certain term loan and guarantee agreement, dated as of August 10, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified prior to the Petition Date, the “Prepetition Term Loan Credit Agreement”) by and among WBG – PSS HOLDINGS LLC, the “Borrowers” party thereto, the “Subsidiary Guarantors” from time to time party thereto, Cortland Products Corp., as administrative agent and collateral agent (the “Prepetition Term Loan Agent” and, together with the Prepetition ABL Agent, the “Prepetition Agents”) and the lenders thereto from time to time (the “Prepetition Term Loan Lenders” and, together with the Prepetition ABL Lenders, the “Prepetition Lenders”)

NOW, THEREFORE, BE IT:

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to seek approval of the use of cash collateral pursuant to a cash collateral order in interim and final form (a “Cash Collateral Order”), and any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver any and all agreements, instruments, or documents, by or on behalf of each Company, necessary to implement the Cash Collateral

Order, including providing for adequate protection to the Prepetition Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for the use of cash collateral in connection with each Company's Chapter 11 Cases, which agreement(s) may require each Company to grant adequate protection and liens to each Company's Prepetition Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of each Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof; and

RESOLVED, that the Authorized Officers be, and hereby are, authorized, directed, and empowered in the name of, and on behalf of, each Company to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the Cash Collateral Order or to do such other things which shall in his/her judgement be necessary, desirable, proper, or advisable, to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof; and

RESOLVED, that each Company is hereby authorized to authorize, and each Company hereby authorizes, any subsidiary of such Corporation of which such Corporation or any subsidiary of such Corporation is the sole member, general partner, managing member, or equivalent manager, as applicable, to take each of the actions described in these resolutions or any of the actions authorized in this written consent.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's or Authorized Officers' judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED, that each Governing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waives any right to have received such notice;

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of each Governing Body; and

RESOLVED, that each of the Authorized Officers (and their designees and delegates) and each other partner, member, or managing member of each direct subsidiary

of each Company, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each

Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of each Company, in each case, as such Authorized Officer shall deem necessary, appropriate, or desirable in such Authorized Officer's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

ANNEX A

COMPANY	JURISDICTION
Payless Holdings, LLC	DELAWARE
Payless Intermediate Holdings LLC	DELAWARE
WBG-PSS Holdings LLC	DELAWARE
Payless Inc.	DELAWARE
Payless Finance, Inc.	NEVADA
Collective Brands Services, Inc.	DELAWARE
PSS Delaware Company 4, Inc.	DELAWARE
Shoe Sourcing, Inc.	KANSAS
Payless ShoeSource, Inc.	MISSOURI
Eastborough Inc.	KANSAS
Payless Purchasing Services, Inc.	KANSAS
Payless ShoeSource Merchandising, Inc.	KANSAS
Payless Gold Value CO, Inc.	COLORADO
Payless ShoeSource Distribution, Inc.	KANSAS
Payless ShoeSource Worldwide, Inc.	KANSAS
Payless NYC, Inc.	KANSAS
Payless ShoeSource of Puerto Rico, Inc.	PUERTO RICO
Payless Collective GP, LLC	DELAWARE
Collective Licensing, L.P.	DELAWARE
Collective Licensing International, LLC	DELAWARE
Clinch, LLC	DELAWARE
Collective Brands Franchising Services, LLC	KANSAS
Payless International Franchising, LLC	KANSAS
PSS Canada, Inc.	KANSAS

PAYLESS HOLDINGS LLC,
a Delaware limited liability company

By: /s/ Heath Freeman
Name: Heath Freeman
Title: Manager

By: /s/ Martin R. Wade
Name: Martin R. Wade
Title: Manager

By: /s/ R. Joseph Fuchs
Name: R. Joseph Fuchs
Title: Manager

By: /s/ Scott Vogel
Name: Scott Vogel
Title: Manager

By: /s/ Patrick Bartels
Name: Patrick Bartels
Title: Manager

PAYLESS INTERMEDIATE HOLDINGS LLC,
a Delaware limited liability company

By: /s/ Mario A. Zarazua
Name: Mario A. Zarazua
Title: Senior Vice President and Chief Financial
Officer

WBG - PSS HOLDINGS LLC,
a Delaware limited liability company

By: /s/ Neil G. Hansen
Name: Neil G. Hansen
Title: Managing Director

PAYLESS INC.,
a Delaware corporation

By: /s/ Neil G. Hansen
Name: Neil G. Hansen
Title: Director

By: /s/ Mario A. Zarazua
Name: Mario A. Zarazua
Title: Director

PAYLESS FINANCE, INC.,
a Nevada Corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

COLLECTIVE BRANDS SERVICES, INC.,
a Delaware corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PSS DELAWARE COMPANY 4, INC.,
a Delaware corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

SHOE SOURCING, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS SHOESOURCE, INC.,
a Missouri corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

By: /s/ Ramona Palmer-Eason

Name: Ramona Palmer-Eason

Title: Director

EASTBOROUGH, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS PURCHASING SERVICES, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

**PAYLESS SHOESOURCE MERCHANDISING,
INC.,**
a Kansas corporation

By: /s/ Stephen L. Patton

Name: Stephen L. Patton

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS GOLD VALUE CO, INC.,
a Colorado corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS SHOESOURCE DISTRIBUTION, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS SHOESOURCE WORLDWIDE, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS NYC, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

PAYLESS COLLECTIVE GP, LLC.,
a Delaware limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Managing Member

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

COLLECTIVE LICENSE LP,
a Delaware limited liability partnership

By: PAYLESS COLLECTIVE GP, LLC.
Its: General Partner

By: PAYLESS SHOESOURCE WORLDWIDE, INC.
Its: Limited Partner

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

**COLLECTIVE LICENSING INTERNATIONAL,
LLC,**
a Delaware limited liability company

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

CLINCH, LLC,
a Delaware limited liability company

By: COLLECTIVE LICENSING INTERNATIONAL,
LLC

Its: Managing Member

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

**COLLECTIVE BRANDS FRANCHISING
SERVICES, LLC,**
a Kansas limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.

Its: Managing Member

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

**PAYLESS INTERNATIONAL FRANCHISING,
LLC,**
a Kansas limited liability company

By: /s/ Neil G. Hansen
Name: Neil G. Hansen
Title: Managing Director

By: /s/ Mario A. Zarazua
Name: Mario A. Zarazua
Title: Managing Director

PSS CANADA, INC.,
a Kansas corporation

By: /s/ Neil G. Hansen
Name: Neil G. Hansen
Title: Director

By: /s/ Mario A. Zarazua
Name: Mario A. Zarazua
Title: Director

**PAYLESS SHOESOURCE OF PUERTO RICO,
INC.,**
a Puerto Rico corporation

By: /s/ Neil G. Hansen

Name: Neil G. Hansen

Title: Director

By: /s/ Mario A. Zarazua

Name: Mario A. Zarazua

Title: Director

By: /s/ Ramona Palmer-Eason

Name: Ramona Palmer-Eason

Title: Director

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION**

In re:) Case No. 19-____ - ____
) Chapter 11
PAYLESS HOLDINGS LLC, *et al.*,)
) (Joint Administration Requested)
Debtors.¹)
)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby certifies/certify under penalty of perjury that the attached list containing the names and addresses of my creditors (Matrix), consisting of 3904 page(s) and is true, correct and complete.

/s/ Stephen Marotta

Name: Stephen Marotta

Title: Chief Restructuring Officer

On behalf of the Debtors and Debtors in Possession

Dated: 02/18/2019

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Payless Holdings LLC [5704]; Payless Intermediate Holdings LLC [5190]; WBG-PSS Holdings LLC [0673]; Payless Inc. [3160]; Payless Finance, Inc. [2101]; Collective Brands Services, Inc. [7266]; PSS Delaware Company 4, Inc. [1466]; Shoe Sourcing, Inc. [4075]; Payless ShoeSource, Inc. [4097]; Eastborough, Inc. [2803]; Payless Purchasing Services, Inc. [3043]; Payless ShoeSource Merchandising, Inc. [0946]; Payless Gold Value CO, Inc. [3581]; Payless ShoeSource Distribution, Inc. [0944]; Payless ShoeSource Worldwide, Inc. [6884]; Payless NYC, Inc. [4126]; Payless ShoeSource of Puerto Rico, Inc. [9017]; Payless Collective GP, LLC [2940]; Collective Licensing, LP [1256]; Collective Licensing International LLC [5451]; Clinch, LLC [9836]; Collective Brands Franchising Services, LLC [3636]; Payless International Franchising, LLC [6448]; PSS Canada, Inc. [4969]; Payless ShoeSource Canada Inc. [4180]; Payless ShoeSource Canada GP Inc. [4182]; and Payless ShoeSource Canada LP [4179]. With respect to certain taxing authorities, the Debtors' address is 2001 Bryan Street, Suite 800, Dallas, Texas 75201. However, the location of Debtor Payless Holdings LLC's corporate headquarters and the Debtors' service address is: c/o Payless ShoeSource Inc., 3231 S.E. 6th Avenue, Topeka, Kansas 66607.